



MP BIRLA
GROUP

ANNUAL REPORT 2016-17



UNI[★]STAR[®]

Cables & Capacitors

UNIVERSAL CABLES LIMITED

.....Creating Milestones



Syt. Madhav Prasadji Birla
(1918-1990)



Smt. Priyamvadaji Birla
(1928-2004)



Syt. Rajendra Singhji Lodha
(1942-2008)

Our source of Inspiration

UNIVERSAL CABLES LIMITED

ANNUAL REPORT 2016-17

DIRECTORS

SHRI HARSH V. LODHA
SHRI S.S. KOTHARI
SHRI S.C. JAIN
SHRI DINESH CHANDA
SHRI B.R. NAHAR
DR. KAVITA A. SHARMA

Chairman

AUDIT COMMITTEE

SHRI DINESH CHANDA
SHRI S.S. KOTHARI
SHRI S.C. JAIN

Chairman

MANAGER & CHIEF EXECUTIVE OFFICER

SHRI Y.S. LODHA

MANAGEMENT TEAM

SHRI AMITAVA BOSE
SHRI S.C. VAIDYA
SHRI TARUN CHUGH
SHRI PANKAJ GUPTA
SHRI OM PRAKASH PANDEY

Chief Operating Officer
Chief Technical Officer
Chief Marketing Officer
Chief Financial Officer
Company Secretary

AUDITORS

V. SANKAR AIYAR & CO.
CHARTERED ACCOUNTANTS
NEW DELHI

BANKERS

STATE BANK OF INDIA
IDBI BANK LTD.
RBL BANK LTD.
DEUTSCHE BANK

REGISTERED OFFICE

P.O. BIRLA VIKAS,
SATNA - 485 005 (M.P.), INDIA
PHONE : +91 7672 257121-27, 414000
FAX : +91 7672 257129, 257131
E-mail : headoffice@unistar.co.in
Website : www.unistar.co.in
CIN : L31300MP1945PLC001114

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UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

Registered Office:

P.O. Birla Vikas, Satna – 485 005 (M.P.), India

Phone: (07672) 257121 to 257127 • Fax: (07672) 257131

E-mail: headoffice@unistar.co.in • Website: www.unistar.co.in

NOTICE OF SEVENTY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Second Annual General Meeting of the Members of Universal Cables Limited will be held on Monday, the 24th July, 2017 at 04.30 P.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.) to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of Auditors thereon.
2. To appoint a Director in place of Shri B.R. Nahar (DIN: 00049895), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To re-appoint Auditors and fix their remuneration.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W), the retiring Auditors, be and are hereby re-appointed as Auditors of the Company for a term of five (5) consecutive years from the conclusion of this 72nd Annual General Meeting until the conclusion of the 77th Annual General Meeting of the Company, subject to ratification by members at every Annual General Meeting held after this Annual General Meeting, at such remuneration plus applicable taxes thereon and out of pocket expenses, etc., as shall be decided by the Board of Directors from time to time.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Regulation 23 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as applicable including any statutory modifications or amendments or re-enactments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this Resolution) to enter into agreement(s)/ contract(s)/arrangement(s)/transaction(s) with Vindhya Telelinks Limited, a Related Party as defined under the Companies Act, 2013 and Listing Regulations, the value of which either singly or all taken together may exceed ten percent of annual consolidated turnover as per audited financial statements of the Company, during the current financial year 2017-18, and also during each of subsequent two financial year(s) i.e. 2018-19 and 2019-20, relating to sale, purchase, supply of any goods including raw materials, stores and consumables, semi finished goods, finished goods, etc., carrying out/availing job work, availing/rendering of marketing / business transfer and other services (including services under a turnkey contract by way of co-bidding/ consortium bidding), leasing of factory / office premises / godowns / facilities / reimbursement / recovery of cost or other obligations or any other transaction, for an amount not exceeding in aggregate ₹ 250 Crores (Rupees Two Hundred Fifty Crores only) per financial year, on such terms and conditions as may be mutually agreed between the Company and Vindhya Telelinks Limited.

FURTHER RESOLVED that the Board of Directors or a Committee thereof or any of their delegate(s) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and to approve aforesaid agreement(s)/contract(s)/arrangement(s)/transactions and further to do all such acts, deeds, matters and things and finalise the terms and conditions and to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its/their absolute discretion pursuant to the Resolution as may be considered necessary or incidental thereto.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereto), the remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable taxes thereon and reimbursement of out of pocket expenses as fixed by the Board of Directors and to be paid to Messrs D. Sabyasachi & Co., Cost Accountants (Registration No. 000369) who were appointed

as Cost Auditors of the Company by the Board of Directors for conducting the audit of the cost accounting records of the Company for the financial year ending 31st March, 2018, be and is hereby ratified and approved.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the resolution.”

Registered Office:
P.O. Birla Vikas
Satna – 485 005 (M.P.)

By Order of the Board of Directors
for Universal Cables Limited

(Om Prakash Pandey)
Company Secretary

15th May, 2017

NOTES FOR MEMBERS' ATTENTION

1. The explanatory statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing Proxies, in order to be effective, must be received in the annexed Proxy Form at the Registered Office of the Company not less than forty eight (48) hours before the time fixed for commencement of the Meeting, i.e. by 04.30 p.m. on 22nd July, 2017.

A person shall not act as Proxy on behalf of members for more than Fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. In case of joint holders attending the Meeting, only one such joint holder whose name appears first in the joint holders list will be entitled to vote. Corporate members, Societies, etc. intending to attend Meeting through their authorised representatives are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting. Members who hold shares in dematerialized form are requested to bring their DP I.D. and client I.D. No.(s) for easier identification of attendance at the Meeting.
4. During the period beginning twenty four (24) hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting.
5. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 18th July, 2017 to Monday, the 24th July, 2017 (both days inclusive) for the purpose of the Meeting.
6. The Company has transferred ₹ 4,45,268/- being the unpaid and unclaimed dividend amount for the year 2008-09 on 27th September, 2016 to the Investor Education and Protection Fund of the Central Government. Members who have so far not encashed their dividend warrants for the year ended 31st March, 2010 or any subsequent financial years, are requested to write to the Company or its Registrar & Share Transfer Agents, viz. M/s Link Intime India Pvt. Ltd. for issuance of demand draft in lieu of unencashed/unclaimed dividend warrant, if any. The details of such unpaid and unclaimed dividends has been uploaded on the Company's website www.unistar.co.in.
7. This Notice of the Meeting along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting and the Annual Report & Accounts 2016-17 of the Company are being sent by email to all the members whose e-mail addresses (IDs) are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard / physical copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members, who wish to update or register their e-mail addresses with the Company or with the Depository Participants, may use the Form for updation/registration. The Form can also be downloaded from the Company's website: www.unistar.co.in under the section 'Investor Relation'. The Annual Report & Accounts 2016-17 circulated to the Members of the Company will also be made available on the Company's website, www.unistar.co.in.
8. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least 10 (ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.
9. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from the NSDL and CDSL and equity shares of the Company may be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their demat account. The ISIN for the equity shares of the Company is INE279A01012. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar & Share Transfer Agents.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar & Share Transfer Agents.
11. Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Meeting are furnished and forms a part of the Notice. The Director has furnished the requisite consent/declaration for his re-appointment.
12. Messrs Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 continue to act in the capacity of Registrar & Share Transfer Agents for physical shares of the Company. Messers Link Intime India Pvt. Ltd. is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences to the said Registrar & Share Transfer Agents.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility of voting and remote e-voting on resolutions proposed to be considered at the Meeting and as such all business may be transacted through e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). The facility for voting through ballot/polling paper shall also be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
14. The instructions for shareholders voting electronically through remote e-voting facility are as under:
 - (i) The remote e-voting period begins on Thursday, the 20th July, 2017 at 9.00 a.m. and ends on Sunday, the 23rd July, 2017 at 5.00 p.m. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th July, 2017, may cast their vote by remote e-voting. Once the vote on a resolution is cast by e-voting, the Members shall not be allowed to change it subsequently. Thereafter, the e-voting module shall be disabled by CDSL and Members shall not be allowed to vote electronically upon disablement of such remote e-voting facility. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
 - (ii) The Shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on SHAREHOLDERS tab.
 - (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Thereafter enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding equity shares in physical form will then directly reach the Company selection screen. Kindly note that the details can be used only for e-voting on the Resolution contained in the Notice. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the demat account holders for voting for resolutions of any other company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on "**Forgot Password**" and enter the details as prompted by the system.

- (x) Click on the EVSN for Universal Cables Limited on which you choose to vote.
 - (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvi) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xvii) Note for Non – Individual Members and Custodians
 - (a) Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (c) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - (d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - (e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
15. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date i.e. 17th July, 2017. However, voting rights with respect to 27,05,553 equity shares allotted under the Category ‘C’ of the Basis of Allotment in terms of Letter of Offer dated 14th September, 2015 concerning the Rights Issue, in respect of which a status quo order passed by the Hon’ble High Court of Delhi is presently operative, shall be in accordance with further orders of the Hon’ble Court.
 16. The Company has appointed Shri Rajesh Kumar Mishra, Partner of M/s. R.K. Mishra & Associates, Company Secretaries in whole time practice or failing him Shri Prashant Nayak, Partner of M/s. Pradeep Nayak & Co., Chartered Accountants in whole time practice, as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
 17. The Company has appointed Shri Rajesh Kumar Mishra, Partner of M/s R.K. Mishra & Associates, Company Secretaries in whole time practice and Shri Prashant Nayak, Partner of M/s Pradeep Nayak & Co., Chartered Accountants in whole time practice as Scrutinizers to scrutinize the voting through ballot/poll process at the AGM in a fair and transparent manner.
 18. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizers, by use of ‘Ballot Paper’ or ‘Polling Paper’ for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
 19. The Scrutinizer(s) shall after the conclusion of voting at the Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.
 20. The results shall be declared on or after the Meeting of the Company and shall be deemed to be passed on the date of Meeting. The results declared, alongwith the report of the Scrutinizer shall be placed on the website of the Company, www.unistar.co.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing in that behalf. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated 15th May, 2017:

Item No. 4

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by an ordinary resolution in case certain related party transactions exceed such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in its ordinary course of business and on an arm's length basis. However, pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the shareholders through an ordinary resolution is required for all 'material' related party transactions, even if they are entered into in the ordinary course of business and on an arm's length basis. For this purpose, a related party transaction shall be considered 'material' if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

Vindhya Telelinks Limited engaged primarily in the business of manufacturing and sale of telecommunication cables, other types of wires and cables, FRP rods/Glass rovings, etc. and also in the business of the Engineering, Procurement and Construction (EPC) of turnkey contracts in the field of Telecommunication and Power Distribution, etc. is a related party of the Company within the meaning of Section 2(76) of the Act and also under Regulation 2(1)(zb) of the Listing Regulations.

The Company in its ordinary course of business sale, purchase, supply outsource goods including raw materials, stores and consumables, semi-finished goods, finished goods, etc., carry out/avail job work, avail/render marketing / business transfer and other services (including services under a turnkey contract by way of co-bidding/consortium bidding), leasing of factory / office premises / godowns / facilities, reimbursement / recovery of cost or other obligations or other business transactions as mutually agreed between the Company and Vindhya Telelinks Limited from time to time. These transactions are necessary, normal and incidental to business and also play a significant role in Company's business operations and are entered into generally in the ordinary course of business and on arm's length basis.

In terms of the Current business and market trend, the estimated material related party transactions, individually or taken together with previous transaction(s) are likely to exceed, during the financial year 2017-18 and thereafter in successive financial years upto 2019-20, ten percent or more of the annual consolidated turnover as per the last audited financial statements of the Company being the materiality threshold as prescribed under Explanation to the Regulation 23(1) of the Listing Regulations. Accordingly, these transactions require the approval of the members by way of an Ordinary Resolution. All the agreements/contracts/ arrangements/ transactions entered into/to be entered into by the Company are in accordance with the Related Party Transaction Policy of the Company.

The other particulars pursuant to Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 are summarized below:

Name of the related party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution
Vindhya Telelinks Limited (VTL)	Shri Harsh V. Lodha, Chairman & Director	Chairman & Director, VTL	As referred to above and as per commercial terms in line with business practices and comparable with unrelated parties.	The transactions are generally in the ordinary course of business and are at arm's length basis.
	Shri Y.S. Lodha, Manager & Chief Executive Officer	Managing Director, VTL		

The disclosure of shareholding of the Promoters of the Company in VTL (to the extent of such shareholding is not less than two percent of paid-up share capital of VTL) is given below:

Sl. No.	Name of Company/Body Corporate	Category (in relation to VTL)	Shareholding in VTL Percentage (%)
(1)	The Punjab Produce & Trading Co. Pvt. Ltd.	Promoter	10.90%
(2)	Trilochan Vyapaar Private Limited	Promoter	2.00%

Section 188 of the Act as amended by the Companies (Amendment) Act, 2015 and Listing Regulations require members' approval by an ordinary resolution, subject to all persons/entities falling under the definition of related parties as per Regulation 2(1)(zb) of the Listing Regulations abstain from voting on such Resolution irrespective of whether the person/entity is a party to the particular transaction or not.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice, except to the extent of his/her respective shareholding, if any, in the Company.

The Board therefore commends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members of the Company.

Item No. 5

The Board of Directors in its Meeting held on 15th May, 2017, on the recommendation of the Audit Committee has appointed Messrs D. Sabyasachi & Co., Cost Accountants, as Cost Auditors at a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable taxes thereon and reimbursement of out of pocket expenses for conducting audit of the cost accounting records of the Company for the financial year 2017-18 in accordance with the Companies (Cost Records and Audit) Rules, 2014, as amended to the extent apply and extend to the Company. As per the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration to be paid to the Cost Auditors is subject to ratification by the Members of the Company.

None of the Directors/Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the accompanying Notice.

The Board therefore commends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

Details of Director seeking re-appointment in the ensuing Annual General Meeting scheduled to be held on 24th July, 2017.

Name of Director	Shri B.R. Nahar
Date of Birth	14.06.1951
Age	66
Date of Appointment	19.05.2014
Qualification & Experience	Shri B.R. Nahar holds a Bachelor's Degree in Commerce from University of Rajasthan in 1971 and is also a qualified Chartered Accountant. He is a Managing Director of Birla Corporation Limited, the flagship Company of the M.P. Birla group. He has been holding important positions in major Companies for four decades. Business magazine had identified him as the best CEO among India's mid size Cement Companies and one of India's most valuable CEO's. He was Executive Director of the Essar group, Mumbai, one of the largest diversified business houses in India. Earlier, he was Executive President of Vikram Ispat of the Aditya Birla Group, one of the largest group of India.
Number of Shares held in the Company	171 equity shares (include 21 equity shares allotted in the Rights Issue of the Company on 20 th October, 2015 under Category 'C' of the Basis of Allotment i.e. additional shares, in respect of which credit in the demat account has not been completed in view of the order dated 18 th November, 2015 passed by the Hon'ble High Court of Delhi.)
Relationship with other Directors, Manger and other Key Managerial Personnel	None
Number of Board meeting attended during the financial year 2016-17	5
List of outside Directorships held*	Birla Corporation Ltd. Budge Budge Floorcoverings Ltd. Talavadi Cements Ltd. Birla Cement (Assam) Ltd. Lok Cements Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	None
Chairman/Member of the Committee of the Board of Directors of other Public Companies	Member - Stakeholders Relationship Committee

*Number of other Directorships held by the Director, as mentioned above, excludes directorships in private limited companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies/chambers and are based on the latest declarations received from the Director. The details of Committee Membership/ Chairmanship is in accordance with Regulation 26 of Listing Regulations and reflect the Membership/Chairmanship of the Audit Committee and Stakeholders Relationship Committee alone of all other public limited companies.

Registered Office:
P.O. Birla Vikas,
Satna – 485 005 (M.P.)

By Order of the Board of Directors
for Universal Cables Limited

(Om Prakash Pandey)
Company Secretary

15th May, 2017